

EXHIBIT D

DECLARATION OF

JAIDEEP VENKATESAN

From: [Michael J. Hui](#)
To: [Terry Ahearn](#); [Joanne A. Ely](#)
Cc: [Lou Dorny](#)
Subject: RE: Proception and Zhongjie "Jay" Li
Date: Monday, April 21, 2025 5:40:46 PM
Attachments: [image002.png](#)
[image003.png](#)
[image004.png](#)
[image005.png](#)
[image198083.png](#)

Hi Terry,

Before addressing the substance of your email, I want to clarify certain inaccuracies regarding the “delay in getting back to [you].” Proception and Mr. Li received your letter, dated March 27, 2025, on March 31, 2025. Shortly thereafter, on April 4, 2025, I sent you a letter confirming Gunderson Dettmer’s representation, and we subsequently held a meeting on April 9, 2025. We scheduled and held another meeting for April 18, 2025. Throughout our correspondence, I have promptly responded to each of your emails within the same day, or in the case of an email sent by you on a Friday evening, by the next business day. I have also consistently followed through on my commitments, including providing dates of availability and scheduling meetings. At no point during our correspondence or meetings did you raise concerns about delays or suggest that Proception or Mr. Li was engaging in delay tactics. Your characterization that there was a “delay” is inaccurate and does not reflect the facts.

Substantively responding to your email – I have provided reasonable assurances during our meetings on April 9 and 18, 2025 that Tesla’s allegations are misplaced.

On April 9, 2025, I explained that Mr. Li did not misappropriate Tesla’s proprietary or confidential information. I clarified that Mr. Li’s access to Tesla’s systems was consistent with his responsibilities and Tesla’s expectations during his employment. As you had noted, Tesla’s systems are designed to prevent unauthorized access, meaning Mr. Li could not have accessed systems for which he lacked authorization. You requested that Proception provide Tesla with unfettered access to its systems for what is effectively a carte blanche audit of Proception’s own propriety information. I requested that Tesla identify its specific proprietary information that it believes was misappropriated or accessed without authorization. You declined to provide such details, stating that Tesla would not provide “free discovery.”

On April 18, 2025, I informed you that Proception and Mr. Li cannot reasonably evaluate Tesla’s request without more specific information regarding the alleged wrongdoing. Instead of providing clarity, Tesla has continued to demand unfettered access to Proception’s systems. This does not inspire confidence nor trust regarding Tesla’s motives.

Please reconsider Telsa's position and provide specific information regarding the alleged wrongdoing by April 23, 2025, at 5:00 p.m. PT. Without such information, it will be difficult to make meaningful progress toward resolving this matter.

My best,

Michael

Michael J. Hui

(he/him)

mhui@gunder.com
Direct: 415 801 4876
Cell: 415 215 3820
San Francisco
gunder.com



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From: Terry Ahearn <tahearn@tesla.com>

Sent: Friday, April 18, 2025 6:24 PM

To: Michael J. Hui <mhui@gunder.com>; Joanne A. Ely <jely@gunder.com>

Cc: Terry Ahearn <tahearn@tesla.com>; Lou Dorny <ldorny@tesla.com>

Subject: Proception and Zhongjie "Jay" Li



External email

Michael,

Thank you for meeting with us again today to address the results of our investigation regarding your clients, Jay Li and Proception. After we first spoke on April 9, Proception and Mr. Li were supposed to get back to us regarding whether they would comply with the requests in our March 31 letter. Despite Proception's and Mr. Li's delay in getting back to us, it was very clear after our 8-minute call that your clients ***will not provide reasonable or any assurances*** to Tesla that Proception and Mr. Li has or will compete fairly and lawfully with Tesla's Optimus in the humanoid robotics market. We invite Proception and Mr. Li to reconsider their position by 5:00pm, Wednesday, April 23.

Regards,

Terry

Terry Ahearn

Managing Counsel, IP Litigation

3000 Hanover St., Palo Alto, CA 94304

E. tahearn@tesla.com T. 408.204.7384

From: Michael J. Hui <mhui@gunder.com>

Sent: Thursday, April 17, 2025 12:00 PM

To: Terry Ahearn <tahearn@tesla.com>

Cc: Joanne A. Ely <jely@gunder.com>; Lou Dorny <ldorny@tesla.com>

Subject: RE: Former Employment of Zhongjie "Jay" Li

That works, Terry. Thank you for circulating an invite.

Michael J. Hui (he/him)

mhui@gunder.com

Direct: [415 801 4876](tel:4158014876)

Cell: [415 215 3820](tel:4152153820)

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From: Terry Ahearn <tahearn@tesla.com>

Sent: Thursday, April 17, 2025 11:51 AM

To: Michael J. Hui <mhui@gunder.com>

Cc: Joanne A. Ely <jely@gunder.com>; Lou Dorny <ldorny@tesla.com>

Subject: Re: Former Employment of Zhongjie "Jay" Li

Yes. Can we say 2:00? Or suggest a better time for you and I'll send an invite.

Terry Ahearn

Managing Counsel, IP Litigation

E: tahearn@tesla.com P: 1.408.204.7384

Tesla

From: Michael J. Hui <mhui@gunder.com>

Sent: Thursday, April 17, 2025 11:48:52 AM

To: Terry Ahearn <tahearn@tesla.com>

Cc: Joanne A. Ely <jely@gunder.com>; Lou Dorny <ldorny@tesla.com>; Terry Ahearn <tahearn@tesla.com>

Subject: RE: Former Employment of Zhongjie "Jay" Li

Hi Terry, please let me know if you have time tomorrow after 1:30 PT to connect.

My best,

Michael

Michael J. Hui (he/him)

mhui@gunder.com

Direct: [415 801 4876](tel:4158014876)

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From: Michael J. Hui <mhui@gunder.com>

Sent: Monday, April 14, 2025 5:23 PM

To: Terry Ahearn <tahearn@tesla.com>

Cc: Joanne A. Ely <jely@gunder.com>; Lou Dorny <ldorny@tesla.com>; Terry Ahearn <tahearn@tesla.com>

Subject: Re: Former Employment of Zhongjie "Jay" Li

Hi Terry, I will get back to you by middle/later this week.

My best,

Michael

Michael J. Hui (he/him)

mhui@gunder.com

Direct: [415 801 4876](tel:4158014876)

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On Apr 14, 2025, at 12:05 PM, Terry Ahearn <tahearn@tesla.com> wrote:

Michael,

Wanted to follow-up on our Wednesday call last week. Please let us know how Mr. Li and Proception intend to proceed.

Thank you.

Terry

Terry Ahearn

Managing Counsel, IP Litigation

3000 Hanover St., Palo Alto, CA 94304

E. tahearn@tesla.com T. 408.204.7384

[<image001.png>](#)

From: Michael J. Hui <mhui@gunder.com>

Sent: Monday, April 7, 2025 4:17 PM

To: Terry Ahearn <tahearn@tesla.com>; Joanne A. Ely <jely@gunder.com>

Cc: Lou Dorny <ldorny@tesla.com>

Subject: RE: Former Employment of Zhongjie "Jay" Li

Yes, that works, Terry. An invite would be much appreciated.

My best,

Michael

Michael J. Hui (he/him)

—
mhui@gunder.com
Direct: [415 801 4876](tel:4158014876)
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From: Terry Ahearn <tahearn@tesla.com>

Sent: Monday, April 7, 2025 2:01 PM

To: Michael J. Hui <mhui@gunder.com>; Joanne A. Ely <jely@gunder.com>

Cc: Lou Dorny <ldorny@tesla.com>; Terry Ahearn <tahearn@tesla.com>

Subject: RE: Former Employment of Zhongjie "Jay" Li

Thank you, Michael. Let's do **3:00pm pacific on Wednesday, April 9**. If this works (it is within the time frame you proposed), I will send out a calendar invite for our discussion.

Terry Ahearn

Managing Counsel, IP Litigation

3000 Hanover St., Palo Alto, CA 94304

E. tahearn@tesla.com T. 408.204.7384

[<image001.png>](#)

From: Michael J. Hui <mhui@gunder.com>

Sent: Monday, April 7, 2025 10:51 AM

To: Terry Ahearn <tahearn@tesla.com>; Joanne A. Ely <jely@gunder.com>

Cc: Lou Dorny <ldorny@tesla.com>

Subject: RE: Former Employment of Zhongjie "Jay" Li

Hi Terry,

I have limited availability during the earlier part of this week. But I can speak on

Wednesday afternoon between 1 PT to 4 PT.

My best,

Michael

Michael J. Hui (he/him)

—
mhui@gunder.com
Direct: [415 801 4876](tel:4158014876)
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From: Terry Ahearn <tahearn@tesla.com>

Sent: Friday, April 4, 2025 4:33 PM

To: Joanne A. Ely <jely@gunder.com>

Cc: Michael J. Hui <mhui@gunder.com>; Terry Ahearn <tahearn@tesla.com>; Lou Dorny <ldorny@tesla.com>

Subject: RE: Former Employment of Zhongjie "Jay" Li

Michael,

Thank you for reaching out. We will direct all further communications regarding this urgent matter to you. I assume you have seen our letter but I am attaching it here for your convenience. Can we set up a time to talk on Monday? Let me know your availability between 12:00 and 2:00 pacific or anytime after 4:00 pacific. In the meantime, as our letter requested, and as I reiterated to Mr. Li when I spoke with him last night, please confirm that Mr. Li and Proception have suspended all document deletion or destruction protocols, including all communications, and confirm all potentially relevant information is being preserved. We look forward to working with you towards resolution of this matter.

Terry

Terry Ahearn

Managing Counsel, IP Litigation
3000 Hanover St., Palo Alto, CA 94304
E. tahearn@tesla.com T. 408.204.7384
[<image001.png>](#)

From: Joanne A. Ely <jely@gunder.com>
Sent: Friday, April 4, 2025 4:01 PM
To: Terry Ahearn <tahearn@tesla.com>
Cc: Michael J. Hui <mhui@gunder.com>
Subject: Former Employment of Zhongjie "Jay" Li

Hi Mr. Ahearn,

Please find the attached correspondence from Michael Hui regarding the above-referenced matter.

Best,

Joanne

Joanne A. Ely
Legal Secretary
—
jely@gunder.com
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